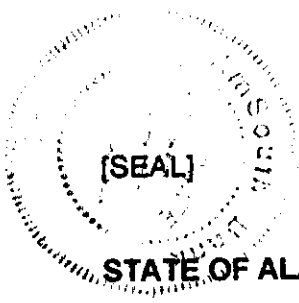


CERTIFICATE

I, William H. Caughran, Jr., hereby certify that: (1) I am an Assistant Secretary of AmSouth Bank, an Alabama banking corporation, and that I have been duly appointed and am presently serving in that capacity in accordance with the bylaws of said corporation; (2) the attached is a true and correct copy of the original of the "Certificate of Merger" from the Alabama Secretary of State's Office pursuant to which AmSouth Bank of Alabama, AmSouth Bank of Florida, AmSouth Bank of Georgia and AmSouth Bank of Tennessee merged with and into AmSouth Bank of Walker County, under the charter of AmSouth Bank of Walker County and with the name "AmSouth Bank"; and (3) said merger and name change was, in fact, completed and became effective on June 25, 1997.

IN WITNESS WHEREOF, I hereunto set my hand and seal of said corporation on this the 1st day of August, 1997.



STATE OF ALABAMA)
JEFFERSON COUNTY)

William H. Caughran, Jr.
Assistant Secretary

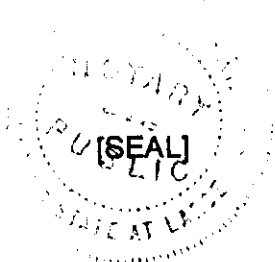
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W.E. DAVIS CH. CLK.

I, the undersigned authority, in and for said County and in said State, hereby certify that William H. Caughran, Jr., whose name as Assistant Secretary of AmSouth Bank is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he, as such officer and with full authority, executed the same for and as the act of said corporation.

Given under my hand and official seal, this 1st day of August, 1997.



MY COMMISSION EXPIRES
AUGUST 4, 1997

Michelle A. Bridges
Notary Public

De Soto Co MS

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

the domestic corporate records on file in this office discloses that AmSouth Bank of Alabama incorporated in Jefferson County, Birmingham, Alabama July 8, 1994; that AmSouth Bank of Florida, a Florida corporation, qualified in Alabama November 29, 1988; that AmSouth Bank of Georgia, a Georgia corporation, qualified in Alabama March 13, 1995; that AmSouth Bank of Tennessee, a Tennessee corporation, qualified in Alabama July 22, 1993; that AmSouth Bank of Walker County incorporated in Walker County, Jasper Alabama September 29, 1986; that on June 20, 1997, Articles of Merger were filed to be effective June 25, 1997, merging AmSouth Bank of Alabama, AmSouth Bank of Florida, AmSouth Bank of Georgia and AmSouth Bank of Tennessee into AmSouth Bank of Walker County, changing its name to AmSouth Bank. I further certify that the records do not disclose that said AmSouth Bank has been dissolved. _____



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

07/16/97

Date

Jim Bennett

Jim Bennett

Secretary of State